

| OMB APPROVAL                                |                   |
|---|-------------------|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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|--|--|---|
| <b>1. Name and Address of Reporting Person *</b><br>Winn Steve<br><hr/> (Last) (First) (Middle)<br>NRG ENERGY, INC., 211 CARNEGIE CENTER<br><hr/> (Street)<br>PRINCETON NJ 08540<br><hr/> (City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br>NRG ENERGY, INC. [NRG] | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br>Executive Vice President |
|  | <b>3. Date of Earliest Transaction</b><br>(Month/Day/Year)<br>02/03/2006     |   |
|  | <b>4. If Amendment, Date of Original Filed</b><br>(Month/Day/Year)           |   |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                                      |  |                                |   |   |                  |   |  |   |
|--|--------------------------------------|--|--------------------------------|---|---|------------------|---|--|---|
| 1. Title of Security (Instr. 3)  | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |                  | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|  |                                      |  | Code                           | V | Amount  | (A) or (D)       |   |  |   |
| Common stock, par value \$0.01 per share <sup>(1)</sup>                          | 02/03/2006                           |  | A                              |   | 1,356 <sup>(1)</sup>  | A <sup>(2)</sup> | 11,519  | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                           | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|---------------------------|---|----------------------------|--|--|--|--|
|  |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date           | Title   | Amount or Number of Shares |  |  |  |  |
| Non-Qualified Stock Option                 | \$ 47.27   | 02/03/2006                           |  | A                              |   | 11,964  |     | 02/03/2007 <sup>(3)</sup>                                | 02/03/2012 <sup>(4)</sup> | Common stock, par value \$0.01 per share                      | 11,964                     | \$ 0                                       | 92,764   | D  |  |
| Performance Units                          | (5)  | 02/03/2006                           |  | A                              |   | 5,264   |     | 02/03/2009 <sup>(5)</sup>                                | 02/03/2009                | Common stock, par value \$0.01 per share                      | 5,264                      | \$ 0                                       | 98,028   | D  |  |

**Explanation of Responses:**

1. Represents Restricted Stock Units issued to Mr. Winn by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan.
2. Each Restricted Stock Unit is equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$0.01. Mr. Winn will receive from NRG Energy, Inc. one such share of Common Stock for each Restricted Stock Unit on February 3, 2009.
3. Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Winn, the Stock Option will vest and become exercisable as follows: 33 1/3% on February 3, 2007, 33 1/3% on February 3, 2008 and 33 1/3% on February 3, 2009.
4. Stock options expire six years from the date of the grant.
5. Mr. Winn was issued 2,632 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on February 3, 2006. Each Performance Unit will be paid out on February 3, 2009 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to February 3, 2009 (the "Measurement Price") is equal to or greater than \$66.41 (the "Target Price"). The payout for each Performance Unit will be equal to: (i) one share of Common Stock, if the Measurement Price equals the Target Price; (ii) a prorated amount in between one and two shares of Common Stock, if the Measurement Price is greater than the Target Price but less than \$77.67 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

/s/Tanuja M. Dehne, under 02/06/2006  
Power of Attorney

\*\* Signature of Reporting Person                      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

December 20, 2005

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of David W. Crane, Timothy W. J. O'Brien and Tanuja M. Dehne, signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding Common Stock of NRG Energy, Inc., a Delaware corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority, including the New York Stock Exchange; and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. Each of the undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the

undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by each of the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of date first written above.

Steve Winn

/s/  
Steve Winn

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